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Avoidance Action Trust*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Debtors.
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Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

**NOTICE OF AMENDMENT AND RESTATEMENT OF THE
THIRD AMENDED AND RESTATED MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST AGREEMENT**

As required by Section 13.13(c) of the Third Amended and Restated Avoidance Action Trust Agreement, the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), by its undersigned counsel, hereby files the Fourth Amended and Restated Avoidance Action Trust Agreement dated as of February 25, 2019 (the “**Fourth Amended and Restated Trust Agreement**”), a copy of which is annexed hereto as Exhibit A.

On February 4, 2019, the Avoidance Action Trust filed a motion for entry of an order, pursuant to sections 105 and 1142 of title 11 of the United States Code and Rule 3020(d) of the Federal Rules of Bankruptcy Procedure: (1) approving the amendment and restatement of the Third Amended and Restated Avoidance Action Trust Agreement, (2) authorizing the Avoidance Action Trust to enter into the Fourth Amended and Restated Trust Agreement, and (3) authorizing the

Avoidance Action Trust to enter into the LW Transaction Documents and to grant a lien to the LW Capital Provider. Bankr. Dkt. No. 14413 (the “**Motion**”).

On February 25, 2019, this Court issued an *Order (I) Approving Amendments to the Third Amended and Restated Avoidance Action Trust Agreement and Authorizing Entry into the Fourth Amended and Restated Avoidance Action Trust Agreement and (II) Authorizing the Avoidance Action Trust to Enter into the LW Capital Provision Agreement and to Grant a Lien to the LW Capital Provider*, Bankr. Dkt. No. 14437 (the “**February 25, 2019 Order**”).

The February 25, 2019 Order authorized the Avoidance Action Trust to enter into the Fourth Amended and Restated Trust Agreement in substantially the form submitted with the Motion. Attached hereto as Exhibit B is a comparison showing the changes between the version of the proposed Fourth Amended and Restated Avoidance Action Trust Agreement submitted with the Motion and the final Fourth Amended and Restated Avoidance Action Trust Agreement attached hereto as Exhibit A.

As authorized by the February 25, 2019 Order, the Fourth Amended and Restated Trust Agreement amends and restates in its entirety the Third Amended and Restated Avoidance Action Trust Agreement dated as of August 25, 2016.

Dated: New York, New York
February 28, 2019

BINDER & SCHWARTZ LLP

/s/ Eric B. Fisher

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